



Sent via Regular Mail and Certified Mail,
Return Receipt Requested

April 20, 2012

Distinctive Cleaning, d/b/a Distinctive Carpet Cleaning
815 W 106th St Ste 222
Bloomington, MN 55420-5603

Re: Cease and Desist

To Whom It May Concern:

Zerorez Franchising Systems, Inc. is a national carpet and living surface cleaning company and currently has a franchisee operating in the greater Minneapolis metropolitan area (our **"Franchisee"**). Our Franchisee has recently become aware of certain business practices by your company, Distinctive Cleaning, d/b/a Distinctive Carpet Cleaning (your **"Company"**), that have become problematic for our Franchisee. I believe that your Company is involved, among other services, in the carpet cleaning business. If this letter is addressed to the wrong "Distinctive Cleaning" company, please contact me immediately and/or remit to your correct operating entity.

The first matter concerns your unauthorized use of Zerorez's registered and common law trade and service marks. Please note that "Zerorez," "zero residue," and "no residue" are protected service marks and your unauthorized use of the same infringes on our rights protected by the laws of Office of Trademarks and Patents. We hereby demand that you cease and desist from using the marks, "Zerorez," "Zero Rez," "zero residue," and "no residue" in any of your marketing, advertising or promotions.

To be completely clear, your use of "zero rez" in your advertising is a trademark infringement, which we do not take lightly and are under a covenant with our Franchisee to vigorously defend. Also, your use of "zero rez" is deceptive and confusing in the marketplace. Your use of our registered trademark is now working and will continue to work a quantifiable economic hardship upon our Franchisee until such time as you cease and desist from using our registered trademark.

As to the second and more serious matter, several of our Franchisee's customers have reported that your Company's employees and/or representatives have either inadvertently contacted your Company or been contacted by your Company and/or its representatives, and when asked if your company is "Zerorez," representatives from you Company respond that your Company (and they) are "Zerorez."

As you know, your Company is not affiliated with, connected to, related to or in business with Zerorez in any way or manner. I would not be so adamant about these claims had representatives from our Franchisee not contacted your Company and your representative averred that your Company was Zerorez.

We believe that the above conduct falls within the laws propounded by the State of Minnesota that protect businesses in the State of Minnesota against unfair business practices and competition and trademark infringement.

Demand is hereby given that you and any and all of your Company's representatives, consultants, employees, officers, directors and/or affiliates cease and desist from representing, claiming, averring,



declaring, stating, asserting, professing, maintaining or avowing that your Company, Distinctive Cleaning, is “part of,” connected with, associated with, affiliated with or related to Zerorez. And that you cease and desist from using, implementing or integrating any of the trade or service marks described in this letter in any and all of your Company’s advertising, marketing or promotion.

If we do not have a written assurance from you within 10 days of this letter’s date that your Company and its representatives, consultants, employees, officers, directors and/or affiliates agree to no longer engage in the conduct described above, we will file complaints immediately with the Minnesota Division of the Better Business Bureau, The Minnesota Attorney General’s office, Consumer Fraud Division and any other governmental agency that protects businesses in the State of Minnesota. Furthermore, the next communication you will receive is a letter from our local law firm with an attached Summons and Complaint. We will vigorously seek to protect our company’s, our Franchisee’s and our customers’ rights allowed and governed under the laws of the State of Minnesota.

We take this very seriously. Please do not ignore the demands of this letter. Please govern yourself accordingly.

Sincerely,

WILLIAM SHUPE
Vice President

cc: James Stone
Jim Hoag
Michael Kaplan